



CORPORATION SERVICE COMPANY

RECORDATION NO. 25991-B FILED

JAN 12 '06

3-30 PM

SURFACE TRANSPORTATION BOARD

January 11, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 149335-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 18, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**  
427 West 12<sup>th</sup> Street Cathedral Square Kansas City, MO 64105

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY** covering 59 covered hopper cars with reporting marks and numbers – KCS 312750 – KCS 312808 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25991 dated 11/3/05 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18<sup>th</sup> day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 427 West 12th Street, Cathedral Square, Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Lease Agreement (the "Lease") dated as of March 15, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 11/3/2005 as Recordation number 25991.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Ronald G. Russ  
Name: RONALD G. RUSS  
Title: Executive Vice President and Chief Financial Officer

Approved:  
THH 8-18-05

## Schedule A

Number of Cars			Equipment Description		
59	4,750 C.F. covered hopper car with gravity gates and trough hatches				
1	KCS	312750	54	KCS	312803
2	KCS	312751	55	KCS	312804
3	KCS	312752	56	KCS	312805
4	KCS	312753	57	KCS	312806
5	KCS	312754	58	KCS	312807
6	KCS	312755	59	KCS	312808
7	KCS	312756			
8	KCS	312757			
9	KCS	312758			
10	KCS	312759			
11	KCS	312760			
12	KCS	312761			
13	KCS	312762			
14	KCS	312763			
15	KCS	312764			
16	KCS	312765			
17	KCS	312766			
18	KCS	312767			
19	KCS	312768			
20	KCS	312769			
21	KCS	312770			
22	KCS	312771			
23	KCS	312772			
24	KCS	312773			
25	KCS	312774			
26	KCS	312775			
27	KCS	312776			
28	KCS	312777			
29	KCS	312778			
30	KCS	312779			
31	KCS	312780			
32	KCS	312781			
33	KCS	312782			
34	KCS	312783			
35	KCS	312784			
36	KCS	312785			
37	KCS	312786			
38	KCS	312787			
39	KCS	312788			
40	KCS	312789			
41	KCS	312790			
42	KCS	312791			
43	KCS	312792			
44	KCS	312793			
45	KCS	312794			
46	KCS	312795			
47	KCS	312796			
48	KCS	312797			
49	KCS	312798			
50	KCS	312799			
51	KCS	312800			
52	KCS	312801			
53	KCS	312802			